- Organizational Reviews -
Final Reports Board, NomCom and SSAC review Working Groups

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THIS PRESENTATION

- ✓ **Board review**
- ✓ **NomCom review**
- ✓ **SSAC review**
- ✓ **Where from here**

BOARD REVIEW

Reviewers' Recommendation	WG's Recommendation
1.Reduce the size of the Board	• Against Board size reduction, re-examine in 3 years
	• One voting Director to be elected by At-Large
2.Fewer, longer meetings	Already heading in this direction
3.Consolidate Board Committees	Committees consolidated in November 2008, no further action required
4.Broaden the skills of the Board	• Already heading in this direction
	• Review, strengthen training programs
	• Dialogue between Board and NomCom Chair on skills
5.Make Board membership more sustainable	• Max tenure: 2 consecutive four-year terms – retirement option after 2nd year of the 2nd term • Increase Liaisons' tenure to 2 years (w/ exceptions) • Seat all incoming Directors at an ICANN meeting
	• No change to minute format
	• Analysis of legal and fiscal implications needed before Board decision on compensation

BOARD REVIEW

Reviewer's Recommendation	WG's Recommendation
6. Build 'high performance' culture at the Board level	• Performance assessment Directors and CEO: already heading in this direction
	• Testing staff attitudes: support
7. Strengthen the strategic 'focus' of the Board	• Support; BGC to define methods for delegation of work to staff and monitoring
	• Board time measurement; efforts may outweigh benefits
8. Clarify the Board's accountabilities and initiate a program of discussion (…)	• Support, work is underway
	• Election of a Board representative of all stakeholders is not feasible

NOMCOM REVIEW

Reviewer's Recommendations	WG's Recommendation
1. Create a full-time administrative Director position	• Against: current staff support is sufficient
2. Treat candidates more respectfully	• Already heading in this direction
	• To be considered as core NomCom value
3. Recruit and select based on requirements	• Agreement with Board review WG (skill set) • Target recruiting to profiles, including gender, and measure achievements
4. Separate recruitment from selection	• In line with present practices, no further action required
5. Seek candidates' information from many sources	• In line with present practices, no further action required
6. Boost awareness of ICANN and NomCom	• Support, work is underway
	• Evaluate outcomes of awareness campaigns
7. Select all policy Directors from ICANN volunteer pool; ALAC to appoint two voting Directors	• (a) Out of mandate
	• (b) Addressed by ALAC and Board review WGs

NOMCOM REVIEW

Reviewer's Recommendation	WG's Recommendation
8.SOs to select their Council members from ICANN volunteer pool, based on qualifications needed, to be documented by SOs	Against, in the interest of objectivity and avoidance of capture
9.ALAC to select its At-large Committee members	Out of mandate
10.Reduce NomCom membership	Against, to be reviewed in three years
11.Select NomCom members by lottery from a list of volunteers	Against, risk of unbalanced representation
12.Focus NomCom on its core mission to seek independent, unaffiliated Directors	Support, but non affiliation is not a legal requirement
13.Restructure NomCom leadership rules, providing balance of continuity and fresh perspectives	Support; incoming Chair to serve one year before taking full responsibility

NOMCOM REVIEW

Reviewer's Recommendations	WG's Recommendations
14. Balance confidentiality and transparency; maintain core confidentiality of candidates' data and eliminate secrecy everywhere else	• In line with present practices • To document and formalize the present opt-in practice
15. Enforce participation rules, by removing non performing members	Support, removal to be based on objective criteria. To amend Bylaws accordingly.
16. Design and document NomCom key processes	• Support, but ensure flexibility, adaptability of rules • To identify and document a small binding set of core NomCom working values, to be adopted by Board
17. Audit yearly NomCom effectiveness, and publish results	• Against, present OR processes are sufficient • Specific recommendations issued on self-evaluation and metrics setting • To debrief NomCom members on effectiveness, integrity, chairmanship, ideas for improvement

SSAC REVIEW

Reviewers' Recommendations	WG's Recommendation
1.Maintain Advisory Body of external experts	Support
2.Maintain identity as Advisory Board	Support
3.No combination of SSAC and RSSAC	Support
4.No confidentiality or duty of loyalty agreements of SSAC members with ICANN	Support
5.Exclude dealings with confidential or proprietary information	• Request to access confidential info must be motivated, is subject to CEO/Board scrutiny and is to be treated under terms of the info owner • Assess procedure after one year • No need to amend Charter
6.Exclude involvement with or review of internal ICANN operations	SSAC entitled to signal potential threats caused by internal operations. ICANN to report yearly to the Board.
7.Improve SSAC "independence"	Against, no specific measures needed
8.SSAC Chair ≠ SSAC Liaison to Board	Against

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SSAC REVIEW

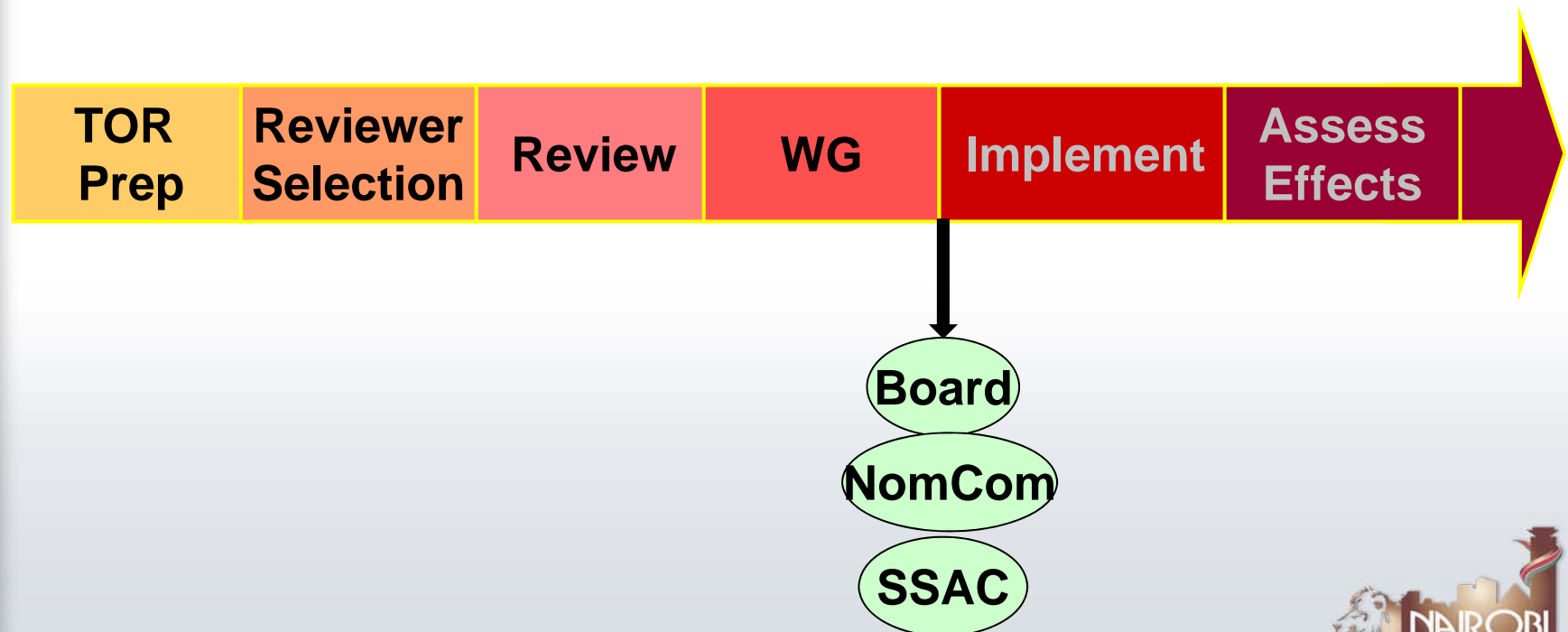| Reviewers' Recommendations	WG's Recommendation
9.Travel expenses reimbursement for SSAC Chair to ICANN meetings	Support
10.Board to study compensation to SSAC leadership	Support
11.Amend Charter to include non technical risks	Disagreement, no action required
12.Maintain focus on sharing knowledge and understanding of new and evolving risks	Support, no action required
13.Improve sensitivity to political and business issues	No action required
14.Amend Charter to provide guidance on focus on issues of strategic and policy importance, to avoid tactical operational issues	Disagreement, the Charter adequately specifies the strategic mission of SSAC
15.Annual planning process	Support for lightweight planning
16.Minutes on the SSAC website in a timely fashion	Support
17.Update website	Support

SSAC REVIEW

Reviewers' Recommendations	WG's Recommendations
18. Revisit task area one	Remove 1st item in Charter
19. No artificial geographical quotas, find best experts	Support
20. Indefinitely renewable three-year term	Support
21. No limit on number of terms	Support
22. About 1/3 of terms renewable each year	Support
23. Liaison: maximum three consecutive one-year term	Against – max tenure for all Liaisons should be 3 consecutive 3 -year terms
24. Modify Bylaws XI: simple Board majority to remove AC member or Chair	Protective measures should be put in place against disruptive or underperforming AC Members or Chairs
25. SSAC brand only on approved work products	When making statements, SSAC Members to clarify if referring to personal views or to SSAC positions
26. Transparent decision-making and documentation strategy	Support

SSAC REVIEW

Reviewers' Recommendations	WG's Recommendations
27. Release products pursuant to the chosen decision-making and document strategy	Support
28. Adopt a suitable default confidentiality policy	Support
29. Regularly evaluate SSAC performance against objectives	Support, to produce a yearly lightweight report to the Board, to publish as appropriate
30. Conflict disclosure forms of all members on website	To properly document potential CoI situations on case-by-case
31. 'Dissents' section included in work products	Support
32. 'Recusals' section included in work products	Support; use 'abstentions' instead of 'recusals'
33. Develop and post a CoI policy based on Board CoI policy	Support

Current Status and next steps

➢ Three reports published and sent to SIC - mid January

➢ Last call for written comments on issues that have not been previously submitted

➢ The SIC will issue its Recommendations to the Board for implementation

TOR Prep	Reviewer Selection	Review	WG	Implement	Assess Effects

Board

NomCom

SSAC

Thank you